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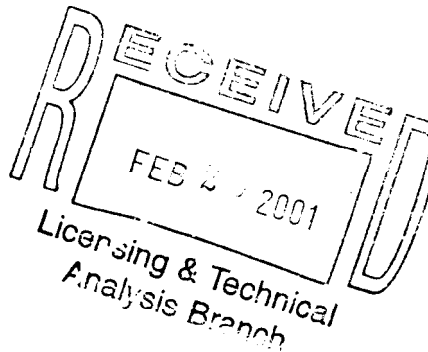
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February 14, 2001



Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: Revised FCC Ownership Disclosure Information (Form 602)
Poplar PCS – Central, LLC
Auction No. 35: C and F Block Broadband PCS Spectrum

Dear Sir or Madam:

On behalf of Poplar PCS – Central, LLC, enclosed is its revised FCC Ownership Disclosure Information (Form 602). Poplar PCS – Central, LLC is filing the Form 602 as an Applicant for certain PCS licenses for which it was the high bidder in Auction No. 35.

If you have any questions with respect to this matter, please contact the undersigned.

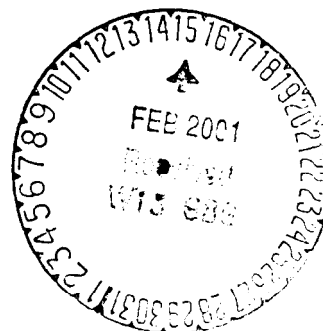
Respectfully submitted,

A handwritten signature in black ink, appearing to read "Todd Slamowitz".

Todd Slamowitz

Enclosure

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FCC 602
Main Form
for
estimate

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions
public burden

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Poplar PCS - Central, LLC			3) Applicant TIN: [REDACTED]

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary) :	4b) Principal Business:	4c) TIN :	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Patty Authorized to Sign

First Name: Stephen	MI: M	Last Name: Roberts	suffix:
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Title: Authorized Representative

Signature: 

Date:

2-13-01

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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3060 -0799
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estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Poplar PCS License Company, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership Units		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Poplar PCS License Company owns 100% of the membership units of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)			
IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	11d) Percent of Interest Held
Poplar PCS - Arkansas, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%
Poplar PCS - Central, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Poplar PCS, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable interest Holder is a(n): (M) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership Units		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an Indirect owner, list path of ownership from indirect owner to the applicant): Poplar PCS, LLC owns 100% of the membership units of Poplar PCS License Company, LLC, which in turn, owns 100% of the membership units of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)			
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Poplar PCS - Arkansas, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%
Poplar PCS - Central, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): William	MI:	Last Name: Yandell	Suffix: III
2) Disclosable Interest Holder's Name (if entity):		Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of Interest in Applicant (I, O) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 5%	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership Units		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Yandell, III own 5% of Poplar PCS, LLC, which in turn owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)


IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business	IIc) TIN:	IIId) Percent or Interest Held
Wireless Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		12.3%
SWC Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%
Eldorado Communications, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		10.3%
Pacificom Holdings, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		10%
Alaska DigiTel, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		10.1%
Poplar Associates, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%
Poplar PCS, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5%
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services




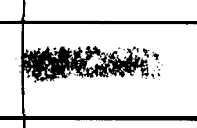
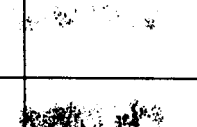
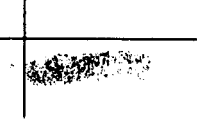

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3060 -0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Stephen	MI: M	Last Name: Roberts	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of Interest in Applicant (I, O) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 5.9%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership Units		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an Indirect owner, list path of ownership from indirect owner to the applicant): Mr. Roberts own 5.9% of Poplar PCS, LLC, which in turn owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business	IIc) TIN:	IId) Percent of Interest Held
Poplar Associates, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%
Poplar PCS, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5.9%
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5.9%
SWC Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%
			
			
			

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): David	MI:	Last Name: Gerstenhaber	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 780 Third Avenue, New York, NY 10017			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 12.57%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership Units		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Gerstenhaber owns 12.57 percent of Poplar PCS, LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)


11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Mckenzie Family Partnership No. 3, G.P.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: PO Box 1479, Cleveland, TN 37364			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (G) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 12.57%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership Units		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The Mckenzie Family Partnership No. 3, G.P. owns 12.57% of Poplar PCS LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.			
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)			
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

Note - Applicant has numerous additional members. However, each of these members interest in the Applicant is less than 10 percent.